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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

PHELPS MEDIA GROUP, INC.

Certificate of Status	0
Certified Copy	1
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12/23

ARTICLES OF INCORPORATION

OF

PHELPS MEDIA GROUP, INC.

ARTICLE I - NAME

The name of this corporation is PHELPS MEDIA GROUP, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 13833 Wellington Trace, Unit E-4, No. 221, Wellington, Florida, 33414.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as Common Shares.

ARTICLE IV - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of this initial registered office of this corporation is 13833 Wellington Trace, Unit E-4, No. 221, Wellington, Florida, 33414, and the name of the initial registered agent of this corporation at that address is MASON PHELPS.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five.

The name and address of the initial Board of Directors of the corporation is:

MASON PHELPS
13833 Wellington Trace
Unit E-4, No. 221
Wellington, FL 33414

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ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these articles is: MASON PHELPS, 13833 Wellington Trace, Unit E-4, No. 221, Wellington, Florida, 33414.


ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 22 day of Dec., 2003.

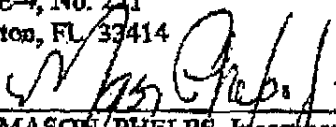

MASON PHELPS, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is PHELPS MEDIA GROUP, INC.
2. The name and address of the registered agent and office is:

MASON PHELPS
13833 Wellington Trace
Unit E-4, No. 221
Wellington, FL 33414


MASON PHELPS, Incorporator
Dated: 12/22 /2003

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



MASON PHELPS, Registered Agent

Dated: 12/22, 2003

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